

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

WESTMORELAND COUNTY	)	
EMPLOYEE RETIREMENT SYSTEM,	)	Case No. 10 C 6514
Derivatively on Behalf of BAXTER	)	
INTERNATIONAL INC.,	)	
	)	Hon. John J. Tharp, Jr.
Plaintiff,	)	
vs.	)	
	)	
ROBERT L. PARKINSON, <i>et al.</i> ,	)	
	)	
Defendants,	)	
	)	
- and -	)	
	)	
BAXTER INTERNATIONAL INC.	)	
	)	
Nominal	)	
Defendant	)	
_____	)	

**SUMMARY NOTICE OF PENDENCY OF SHAREHOLDER DERIVATIVE ACTION  
INVOLVING BAXTER INTERNATIONAL INC., PROPOSED SETTLEMENT OF  
DERIVATIVE ACTION, SETTLEMENT HEARING, AND RIGHT TO APPEAR**

TO: ALL RECORD HOLDERS AND BENEFICIAL OWNERS OF SHARES OF THE COMMON STOCK OF BAXTER INTERNATIONAL INC. ("BAXTER" OR THE "COMPANY") AS OF [INSERT DATE OF PRELIMINARY APPROVAL ORDER] WHO CONTINUE TO HOLD SUCH SHARES

THIS SUMMARY NOTICE RELATES TO A PROPOSED SETTLEMENT AND DISMISSAL OF THE ABOVE-CAPTIONED DERIVATIVE LITIGATION (THE "ACTION") PENDING IN THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF ILLINOIS.

YOU ARE HEREBY NOTIFIED that the parties have entered into a proposed settlement to resolve the issues raised in the Action (the "Settlement").

PLEASE BE FURTHER ADVISED that, pursuant to an Order of the United States District Court for the Northern District of Illinois, a hearing will be held before the Honorable John J. Tharp, Jr. on \_\_\_\_\_, 2014 at \_\_:00 \_\_m. at Courtroom 1419 of the United States District Court for the Northern District of Illinois, Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604. The purpose of the hearing is to determine: (i) whether the proposed Settlement should be approved by the Court as fair, reasonable, and adequate; (ii) whether the Action should be dismissed with prejudice; (iii) whether the Court should award attorneys' fees and reimbursement of expenses for Lead Plaintiff's Counsel, and in what amount; and (iv) to hear such other matters as may properly come before the Court.

IF YOU ARE A CURRENT COMPANY STOCKHOLDER, YOU MAY HAVE CERTAIN RIGHTS IN CONNECTION WITH THE PROPOSED SETTLEMENT, AND YOUR RIGHTS MAY BE AFFECTED BY THE SETTLEMENT OF THIS ACTION.

This is a summary notice only. If you have not seen publication of the full-length Notice of Proposed Settlement of Derivative Action, Final Settlement Hearing, and Right to Appear (the "Notice"), you may view the Notice on the Baxter website ([www.baxter.com](http://www.baxter.com)) and in Baxter's third quarter 2014 Form 10-Q.

If you wish to obtain additional information about the claims asserted in the Action and the terms of the proposed Settlement, please contact Lead Plaintiff's Counsel:

Judith S. Scolnick, Esq.  
Scott+Scott, Attorneys at Law, LLP  
The Chrysler Building  
405 Lexington Avenue, 40th Floor  
New York, NY 10174  
jscolnick@scott-scott.com  
Tel.: 212-223-6444

Any objections to the proposed Settlement or Lead Plaintiff's Counsel's application for attorneys' fees and reimbursement of expenses must be filed with the Court and delivered to Lead Plaintiff's Counsel and counsel for Baxter and the Individual Defendants such that they are received no later than \_\_\_\_\_, 2014, in accordance with the procedures set forth in the Notice and at the addresses set forth in the Notice.

If you are a current Company Stockholder and you do not take steps to appear or to object to the proposed Settlement as set forth in the Notice, you will be bound by the Order and Final Judgment of the Court, you will be bound by the Settlement and release of claims, and you will be forever barred from: (i) objecting to the fairness, adequacy, or reasonableness of the proposed Settlement; and (ii) objecting to the fairness or reasonableness of Plaintiff's Counsel's request for an award of attorneys' fees and reimbursement of expenses.

PLEASE DO NOT CALL, WRITE, OR OTHERWISE DIRECT QUESTIONS TO, EITHER THE COURT OR THE CLERK'S OFFICE REGARDING THIS SUMMARY NOTICE.

Dated: \_\_\_\_\_, 2014

BY ORDER OF THE UNITED STATES  
DISTRICT COURT FOR THE NORTHERN  
DISTRICT OF ILLINOIS